

14606-B  
810

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
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OCT 15 1985 -2 55 PM

INTERSTATE COMMERCE COMMISSION

October 15, 1985

BY HAND DELIVERY

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Mr. Bayne:

OCT 15 1985  
Data .....  
Fee \$ 20.00  
ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are the original and four counterparts of a Second Amendment to Equipment Lease dated as of September 25, 1985, a "secondary document" as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document amends an Equipment Lease dated as of March 15, 1985, as amended by the First Amendment to Equipment Lease dated as of July 30, 1985 (as thus amended, the "Equipment Lease"), which were duly filed and recorded as Recordation Numbers 14606 and 14606-A, respectively.

A description of the railroad equipment covered by the Lease, as amended by the enclosed document, is set forth in Schedule A attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company,  
as Trustee under GATC Trust  
No. 85-1  
Rodney Square North  
Wilmington, Delaware 19890

Lessee: General American Transportation  
Corporation  
120 South Riverside Plaza  
Chicago, Illinois 60606

ICC OFFICE OF  
THE SECRETARY  
OCT 15 2 44 PM '85  
MOTOR OPERATING UNIT

*CT. Kessler*  
*Quintus*

Mr. James H. Bayne  
Page Two  
October 15, 1985

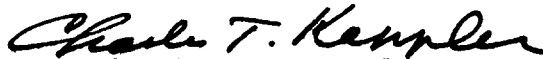
Kindly return the original and three counterparts of the enclosed document to Elizabeth L. Majers, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Second Amendment to Equipment Lease dated as of September 25, 1985, amending an Equipment Lease dated as of March 15, 1985, between Wilmington Trust Company, as Trustee under GATC Trust No. 85-1, Lessor, and General American Transportation Corporation, Lessee, covering 245 tank cars and 5 freight cars.

Very truly yours,



Charles T. Kappler  
Attorney for the purpose of  
this filing for:

The Wilmington Trust Company

Enclosures

SCHEDULE A

"DESCRIPTION OF ITEMS OF EQUIPMENT"

Group A Equipment

| <u>Identifying<br/>Marks and<br/>Numbers*</u> | <u>NUMBER<br/>OF CARS</u> | <u>DESCRIPTION</u>  | <u>BASIC<br/>GROUP</u> | <u>PURCHASE<br/>PRICE<br/>EACH</u> | <u>TOTAL<br/>PURCHASE<br/>PRICE</u> |
|---|---------------------------|---|------------------------|------------------------------------|-------------------------------------|
| GATX<br>52801-52808                           | 8                         | DOT 111A100-W-1<br>13,450 Gal.<br>Talicor Lining<br>Phosphoric Acid | H                      | \$72,954                           | \$ 583,632                          |
| GATX<br>52759-52765<br>52772-52779            | 15                        | DOT 111A100-W-1<br>13,450 Gal.<br>Rubber Lining<br>Phosphoric Acid  | H                      | 77,195                             | 1,157,925                           |
| GATX<br>22093-22122                           | 30                        | DOT 111A100-W-1<br>14,150 Gal.<br>Limestone Slurry                  | F                      | 45,733                             | 1,371,990                           |
| GATX<br>22128-22147                           | 20                        | DOT 111A100-W-1<br>14,150 Gal.<br>Limestone Slurry                  | F                      | 45,864                             | 917,280                             |

All Cars Manufactured by Trinity Industries, Inc.

\*All numbers inclusive

| Identifying<br>Marks and<br>Numbers*              | NUMBER<br>OF CARS | DESCRIPTION  | BASIC<br>GROUP | PURCHASE<br>PRICE<br>EACH | TOTAL<br>PURCHASE<br>PRICE |
|---|-------------------|--|----------------|---------------------------|----------------------------|
| GATX<br>38088-38099                               | 12                | DOT 105A500-W<br>20,000 Gal.<br>Carbon Dioxide                       | C              | 67,184                    | 806,208                    |
| GATX<br>38082-38087                               | 6                 | DOT 105A500-W<br>20,000 Gal.<br>Carbon Dioxide                       | C              | 67,184                    | 403,104                    |
| GATX<br>22251-22330                               | 80                | DOT 111A100-W-1<br>16,300 Gal.<br>Caustic Soda                       | E              | 41,894                    | 3,351,520                  |
| GATX<br>52809-52838                               | 30                | DOT 111A100-W-1<br>13,450 Gal.<br>Rubber Lining<br>Phosphoric Acid   | M              | 56,680                    | 1,700,400                  |
| GATX<br>16141-16142                               | 2                 | DOT 111A100-W-1<br>13,550 Gal.<br>Molten Sulfur                      | D              | 50,752                    | 101,504                    |
| GATX<br>22331-22355                               | 25                | DOT 111A100-W-1<br>14,150 Gal.<br>Clay Slurry                        | F              | 43,992                    | 1,099,800                  |
| GACX<br>56381-56385                               | 5                 | LO Airslide<br>4,566 Cu. ft.<br>Flour                                | L              | 61,725                    | 308,625                    |
| <u>Group B Equipment</u>                          |                   |  |                |                           |                            |
| GATX<br>21851-21856<br>21858-21862<br>21866-21869 | 15                | AAR 211A100-W-1<br>14,150 Gal.<br>Plasite Lining<br>Titanium Dioxide | F              | 47,227                    | 708,405                    |
| GATX<br>21880-21881                               | 2                 | DOT 111A100-W-1<br>14,150 Gal.<br>Plasite Lining<br>Kaolin Slurry    | F              | 43,472                    | 86,944                     |
| TOTAL RAILCARS 250                                |                   |  |                | <u>\$12,597,337</u>       |                            |

All Cars Manufactured by Trinity Industries, Inc.  
 \*All numbers inclusive"

RECORDATION NO. 14606-B Filed 1425

OCT 15 1985 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

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SECOND AMENDMENT TO EQUIPMENT LEASE

Dated as of September 25, 1985

between

WILMINGTON TRUST COMPANY, not individually but solely  
as Trustee under GATC Trust No. 85-1

LESSOR

And

GENERAL AMERICAN TRANSPORTATION CORPORATION

LESSEE

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(GATC Trust No. 85-1)

## SECOND AMENDMENT TO EQUIPMENT LEASE

THIS SECOND AMENDMENT TO EQUIPMENT LEASE dated as of September 25, 1985 is between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of March 15, 1985, (the "Trust Agreement") for the benefit of FIRST CHICAGO LEASING CORPORATION, a Delaware corporation (the "Trustor") and GENERAL AMERICAN TRANSPORTATION CORPORATION, a New York corporation (the "Lessee").

### R E C I T A L S:

A. The Lessor and the Lessee have heretofore executed and delivered an Equipment Lease dated as of March 15, 1985, as amended by the First Amendment to Equipment Lease dated as of July 30, 1985 (as amended, the "Equipment Lease") pursuant to which the Lessor leased to the Lessee 245 tank cars and 5 freight cars more fully described in Schedule A hereto (the "Equipment").

B. The Equipment Lease and the First Amendment to Equipment Lease were recorded in the Office of the Secretary of the Interstate Commerce Commission on March 29, 1985 at 12:45 P.M. and August 7, 1985 at 12:10 P.M., respectively, and were given Recordation Nos. 14606 and 14606-A, respectively.

C. The Equipment Lease was entered into in connection with a leveraged lease financing of the Equipment more fully provided for in a Participation Agreement dated as of March 15, 1985 as amended by a First Amendment thereto dated as of June 24, 1985 (as amended, the "Participation Agreement") among the Lessor, the Lessee, the Trustor, Mercantile-Safe Deposit and Trust Company, as security trustee (the "Security Trustee") and The Mutual Life Insurance Company of New York, Security Benefit Life Insurance Company and First Pyramid Life Insurance Company of America (collectively, the "Note Purchasers") pursuant to which the Lessor acquired the Equipment by application of sums advanced by the Trustor and the proceeds of sale of Secured Notes (the "Notes") of the Lessor sold to the Note Purchasers.

In consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Lessor and the Lessee agree that the Equipment Lease, as heretofore amended, shall be deemed to be and is hereby amended in the respects, but only in the respects, hereinafter set forth:

1. The second sentence of Recital C is hereby amended to read in its entirety as follows:

| <u>Identifying<br/>Marks and<br/>Numbers*</u> | <u>NUMBER<br/>OF CARS</u> | <u>DESCRIPTION</u>   | <u>BASIC<br/>GROUP</u> | <u>PURCHASE<br/>PRICE<br/>EACH</u> | <u>TOTAL<br/>PURCHASE<br/>PRICE</u> |
|---|---------------------------|--|------------------------|------------------------------------|-------------------------------------|
| GATX<br>38088-38099                           | 12                        | DOT 105A500-W<br>20,000 Gal.<br>Carbon Dioxide                     | C                      | 67,184                             | 806,208                             |
| GATX<br>38082-38087                           | 6                         | DOT 105A500-W<br>20,000 Gal.<br>Carbon Dioxide                     | C                      | 67,184                             | 403,104                             |
| GATX<br>22251-22330                           | 80                        | DOT 111A100-W-1<br>16,300 Gal.<br>Caustic Soda                     | E                      | 41,894                             | 3,351,520                           |
| GATX<br>52809-52838                           | 30                        | DOT 111A100-W-1<br>13,450 Gal.<br>Rubber Lining<br>Phosphoric Acid | M                      | 56,680                             | 1,700,400                           |
| GATX<br>16141-16142                           | 2                         | DOT 111A100-W-1<br>13,550 Gal.<br>Molten Sulfur                    | D                      | 50,752                             | 101,504                             |
| GATX<br>22331-22355                           | 25                        | DOT 111A100-W-1<br>14,150 Gal.<br>Clay Slurry                      | F                      | 43,992                             | 1,099,800                           |
| GACX<br>56381-56385                           | 5                         | LO Airslide<br>4,566 Cu. ft.<br>Flour                              | L                      | 61,725                             | 308,625                             |

Group B Equipment

|   |    |  |   |        |         |
|---|----|--|---|--------|---------|
| GATX<br>21851-21856<br>21858-21862<br>21866-21869 | 15 | AAR 211A100-W-1<br>14,150 Gal.<br>Plasite Lining<br>Titanium Dioxide | F | 47,227 | 708,405 |
| GATX<br>21880-21881                               | 2  | DOT 111A100-W-1<br>14,150 Gal.<br>Plasite Lining<br>Kaolin Slurry    | F | 43,472 | 86,944  |

TOTAL RAILCARS 250

\$12,597,337

All Cars Manufactured by Trinity Industries, Inc.  
\*All numbers inclusive"

"The Trustor will commit to advance to the Lessor an amount equal to 34.468575% of the Purchase Price of each Item of Group A Equipment and an amount equal to 35.446744% of the Purchase Price of each Item of Group B Equipment and the Note Purchasers will commit to purchase the 13.00% Secured Notes (the "Notes") of the Lessor in an amount equal to 65.531425% of the Purchase Price of each Item of Group A Equipment and an amount equal to 64.553256% of the Purchase Price of each Item of Group B Equipment."

2. Items of Equipment possessing the following identifying marks and numbers (all numbers inclusive) are hereby deleted from Schedule A to the Equipment Lease and the Equipment Lease shall terminate with respect to said Items of Equipment: GATX 21857, GATX 21870 through GATX 21879, GATX 21882 through GATX 21886, GATX 21863 through 21865.

3. Schedule A to the Equipment Lease is hereby amended to read in its entirety as follows:

"DESCRIPTION OF ITEMS OF EQUIPMENT

Group A Equipment

| <u>Identifying<br/>Marks and<br/>Numbers*</u> | <u>NUMBER<br/>OF CARS</u> | <u>DESCRIPTION</u>  | <u>BASIC<br/>GROUP</u> | <u>PURCHASE<br/>PRICE<br/>EACH</u> | <u>TOTAL<br/>PURCHASE<br/>PRICE</u> |
|---|---------------------------|---|------------------------|------------------------------------|-------------------------------------|
| GATX<br>52801-52808                           | 8                         | DOT 111A100-W-1<br>13,450 Gal.<br>Talicor Lining<br>Phosphoric Acid | H                      | \$72,954                           | \$ 583,632                          |
| GATX<br>52759-52765<br>52772-52779            | 15                        | DOT 111A100-W-1<br>13,450 Gal.<br>Rubber Lining<br>Phosphoric Acid  | H                      | 77,195                             | 1,157,925                           |
| GATX<br>22093-22122                           | 30                        | DOT 111A100-W-1<br>14,150 Gal.<br>Limestone Slurry                  | F                      | 45,733                             | 1,371,990                           |
| GATX<br>22128-22147                           | 20                        | DOT 111A100-W-1<br>14,150 Gal.<br>Limestone Slurry                  | F                      | 45,864                             | 917,280                             |

All Cars Manufactured by Trinity Industries, Inc.

\*All numbers inclusive




Except to the extent hereby amended and modified, the Equipment Lease, as amended, is in all respects ratified, confirmed and approved.

This Second Amendment shall be construed in accordance with the laws of the State of Illinois; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

This Second Amendment may be executed in several counterparts, each of which so executed shall be deemed to be an original and in each case such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be executed by their respective officers thereunder duly authorized as of the day and year first above written.

WILMINGTON TRUST COMPANY,  
not individually but solely  
as trustee under GATC Trust  
No. 85-1

By   
Its Financial Services Officer

GENERAL AMERICAN TRANS-  
PORTATION CORPORATION

By \_\_\_\_\_  
Its \_\_\_\_\_

STATE OF DELAWARE )  
COUNTY OF NEW CASTLE ) SS

On this 9<sup>th</sup> day of October, 1985, before me personally appeared Bruce C. Townsend, to me personally known, who being by me duly sworn, says that he is a Financial Services Officer of WILMINGTON TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Maria Elizabeth Tarace  
Notary Public

[NOTARIAL SEAL]

My commission expires: 9/10/86

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS

On this \_\_\_\_\_ day of \_\_\_\_\_, 1985, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is a Vice President of GENERAL AMERICAN TRANSPORTATION CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

Except to the extent hereby amended and modified, the Equipment Lease, as amended, is in all respects ratified, confirmed and approved.

This Second Amendment shall be construed in accordance with the laws of the State of Illinois; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

This Second Amendment may be executed in several counterparts, each of which so executed shall be deemed to be an original and in each case such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be executed by their respective officers thereunder duly authorized as of the day and year first above written.

WILMINGTON TRUST COMPANY,  
not individually but solely  
as trustee under GATC Trust  
No. 85-1

By \_\_\_\_\_  
Its \_\_\_\_\_

GENERAL AMERICAN TRANS-  
PORTATION CORPORATION

By J.R. Moran  
Its Senior Vice President

STATE OF \_\_\_\_\_ )  
 ) SS  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1985, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is a \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

STATE OF Illinois )  
 ) SS  
COUNTY OF Cook )

On this 8<sup>th</sup> day of \_\_\_\_\_, 1985, before me personally appeared J.R. Moran, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of GENERAL AMERICAN TRANSPORTATION CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: August 31, 1988